

VIRGINIA:

BOOK 801 PAGE 605

BEFORE THE VIRGINIA GAS AND OIL BOARD

AMENDED SUPPLEMENTAL ORDER

UNIT: V-2717

(herein "Subject Drilling Unit") DOCKET NO. VGOB-94/04/19-0441

REPORT OF BOARD

FINDINGS AND ORDER

1. Proceedings: This matter came on for hearing before the Virginia Gas and Oil Board (hereinafter "Board") on April 19, 1994 in the Conference Center, Southwest Virginia Education 4-H Center, Abingdon, Virginia. At said hearing, the Board granted the relief sought by the Applicant and pooled the interest in the drilling unit served by Well No. V-2717, pursuant to § 45.1-361.21, Code of Virginia. The Board entered its Order on May 28, 1994 and recorded this Order in Deed Book 780, Page 252 in the Office of the Clerk of the Circuit Court, Wise County, Virginia on June 3, 1994 (herein "Board Order"). A Supplemental Order was entered by the Board sua sponte on October 30, 1994 and recorded in Deed Book 790, Page 606 in the Office of the Clerk of the Circuit Court in Wise County, Virginia on November 10, 1994 (hereinafter "Supplemental Order") in the form authorized by the Board at its hearing held at 9:00 a.m. on October 20, 1992, Board of Supervisors Room, Courthouse, Grundy, Virginia, and pursuant to the authority granted to the Board's Chairman at the hearing of the Board on June 16, 1992 at 9:00 a.m. at the Rhododendron Restaurant at the Breaks Interstate Park, Breaks, Virginia, for the purpose of complying with the requirements of § 7.c of the Board Regulations, VR 480-05-22.2 by supplementing the Board Order to complete the record regarding elections.

This Amended Supplemental Order (hereinafter "Amended Supplemental Order") is being entered for the purpose of correcting the name and reflecting the current address of Sharon Curtis (herein "Curtis"), interest owner, who was erroneously identified in the Board Order, and the Supplemental Order as Sharon Utterback and was listed in the Supplemental Order as being "Unlocatable" and subject to escrow. Curtis has now been located, and is therefore entitled to royalty proceeds as a "Deemed Leased" party as to a .001805% interest in Tract 5 lying within the Subject Drilling Unit as shown on Page 5 of the Statement of Interests attached as Exhibit B to the Supplemental Order.

2. Findings:

(a) The Board has heretofore entered its Board Order and Supplemental Order as more particularly set forth in Paragraph 1 hereinabove.

(b) The Statement of Interests attached as Exhibit B to the Supplemental Order erroneously identified Sharon Curtis as Sharon Utterback and listed her address as "Unknown."

(c) Paragraph 6 of the Affidavit of Election attached to the Supplemental Order listed Curtis as "Unlocatable" and subject to escrow under the Board's Order pooling the Subject Drilling Unit.

(d) Curtis has been located at the following proper address: 1045 Fairbanks Ave., Cincinnati, OH 45205.

(e) Curtis did not make an election under the Board Order. Therefore, pursuant to the terms of the Board Order, Curtis was deemed to have leased her interest.

3. Order: The Supplemental Order of the Board is hereby amended by amending the Affidavit of Election and Statement of Interests at Exhibit B attached thereto as follows:

(a) The Statement of Interests at Exhibit B, Page 5, setting forth Sharon Utterback as an interest owner in Tract 5 and of a .001805% interest in the Subject Drilling Unit, is hereby amended by deleting the name "Sharon Utterback" and inserting the correct name "Sharon Curtis," and is also hereby amended by deleting the word "unknown," and by inserting the following correct address: 1045 Fairbanks Ave., Cincinnati, OH 45205.

(b) The Affidavit of Election is deleted in toto and replaced with the Affidavit of Election attached hereto which has been amended to delete Sharon Utterback from Paragraph 6, which provided for her interest to be placed in escrow, and adds Sharon Curtis to Paragraph 8, which lists parties who are deemed to have leased their interest.

(c) Any monies currently held in escrow by the Escrow Agent, Premier Trust Company, in an account identified by IRS Tax Identification Number 54-1629506, pursuant to the Supplemental Order for or on behalf of Curtis shall be released to her upon receipt by the Premier Trust Company of a completed Application for Release of Funds and Affidavit executed by Curtis and approved by the Board.

(d) The Supplemental Order shall remain in full force and effect and is valid in all respects except as amended herein.

4. Conclusion: Therefore, the findings and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.

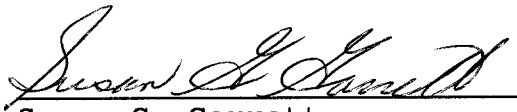
5. Effective Date: This Order shall be effective on the date of its execution.

DONE AND EXECUTED this 12th day of May, 1995,
by the Virginia Gas and Oil Board.


Chairman Benny R. Wampler

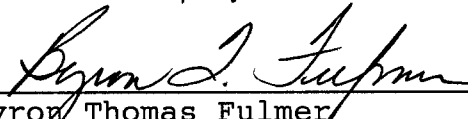
COMMONWEALTH OF VIRGINIA)
COUNTY OF WISE)

Acknowledged on this 12th day of May, 1995,
personally before me a notary public in and for the Commonwealth of
Virginia, appeared Benny R. Wampler, being duly sworn did depose
and say that he is Chairman of the Virginia Gas and Oil Board, that
he executed the same and was authorized to do so.


Susan G. Garrett
Notary Public

My commission expires 7/31/98

DONE AND PERFORMED this 12th day of May, 1995 by
Order of this Board.


Byron Thomas Fulmer
Principal Executive to the Staff
Virginia Gas and Oil Board

COMMONWEALTH OF VIRGINIA)
COUNTY OF WASHINGTON)

Acknowledged on this 12th day of May, 1995,
personally before me a notary public in and for the Commonwealth of
Virginia, appeared Byron Thomas Fulmer, being duly sworn did depose
and say that he is Principal Executive to the staff of the Virginia
Gas and Oil Board, that he executed the same and was authorized to
do so.


Diane J. Davis
Notary Public

My commission expires 9/30/97

V I R G I N I A:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE:

Application of Equitable Resources Exploration for Forced Pooling of Interests in Unit Number V-2717, VGOB Docket No. VGOB-94/04/19-0441 in the Lipps Magisterial District of Wise County, Virginia

AFFIDAVIT OF HUNTER, SMITH & DAVIS, Attorneys-at-Law, Agents for the Designated Operator REGARDING ELECTIONS, ESCROW ACCOUNTS AND SUPPLEMENTAL ORDER

James E. Kaiser (herein Affiant), being first duly sworn on oath, deposes and says:

1. That the Affiant is an attorney in the law firm of Hunter, Smith & Davis, the Agent for the Designated Operator, with offices located at 1212 North Eastman Road, Kingsport, Tennessee 37664, and is authorized to give this Affidavit in its behalf;
2. That the Order entered on May 28, 1994, by the Virginia Gas and Oil Board regarding the captioned conventional Unit required the Applicant to mail a true and correct copy of said Order to each person pooled by said Order;
3. That within seven (7) days of the receipt of an executed copy of the Order referred to at Paragraph 2. above, the Affiant was directed to cause a true and correct copy of said Order to be mailed via the United States Postal Service to each Respondent named in the captioned Application, whose address was known, and to all persons, if any, who were added as Respondents at the hearing held in captioned matter;
4. That the Order of the Virginia Gas and Oil Board in the captioned matter required all persons pooled thereby to tender their written elections to the Unit Operator within thirty (30) days of the date said Order was recorded in the county above named; that said Order was recorded on June 3, 1994;
5. That the Designated Operator, by and through their agent, HUNTER, SMITH & DAVIS, Attorneys-at-Law, have established procedures to review all mail received and all written documents received by means other than by mail to ascertain whether parties whose interest have been pooled have made a written election, in a timely fashion, as required by the captioned Order; that said procedures were followed to identify the elections, if any, made with regard to Subject Unit; that the following persons

delivered, by mail or otherwise, written elections to the Unit Operator, within the thirty day election period.

None.

6. That the interest and/or claims of the following persons (who made timely elections, or who are deemed under the terms of the Board's Order to have leased, or who, subsequent to the pooling hearing held in the captioned matter, have leased or otherwise entered into an agreement with the Designated Operator) are subject to escrow under the Board's Order pooling the captioned Unit, Board Regulations and the Code of Virginia; that opposite the name of each person named as a Respondent listed below is set forth:

- 1) Randall Utterback
 $1/567 \times 12.5\% \times 5.116\% = .00001127$
 $.013 \text{ acres} \times \$5.00 = \$0.7 \text{ bonus}$
- 2) Karen Utterback
 $1/567 \times 12.5\% \times 5.116\% = .00001127$
 $.013 \text{ acres} \times \$5.00 = \$0.7 \text{ bonus}$

7. That after the pooling hearing held in the captioned matter, the following persons have leased or entered into a voluntary agreement with the Designated Operator with regard to their interest and/or claims which are not subject to escrow:

ELECTED TO LEASE:

- 1) Glenn Evans and Cynthia Evans
- 2) Eddie Huff

LOCATED AND ELECTED TO LEASE:

- 1) Paul Utterback
- 2) Shelia Canada
- 3) Carl Canada and Vickie Canada

8. That the following persons have not made a timely election and have failed to enter into an agreement with the Designated Operator and their respective interests shall be deemed to have leased pursuant to and in accordance with paragraphs 3 and 2(c) of the Order.

- 1) David Huff and Betty Huff
- 2) Michael Huff and Deborah Huff
- 3) Ernest Huff
- 4) Gerald Utterback
- 5) Sharon Curtis

9. That pursuant to the provision of VR 480-05-22.27.C and VR 480-05-22.2.8, annexed hereto and incorporated herein is a proposed supplemental order to be entered to complete the record regarding elections; that said annexed supplemental order sets forth and identified the conflicting claims and/or interest which require escrow of funds pursuant to the terms of §§ 45.1-361.21.D, 45.1-361.22.A.3 and 4.

Dated at Kingsport, Tennessee, this 11th day of April 1995.

James E. Kaiser
Affiant

Taken, subscribed and sworn to before me by James E. Kaiser, the Agent of Equitable Resources Exploration, a corporation, on behalf of the corporation, this 11th day of April 1995.

My commission expires: 5-29-96

Jane B. Hughes
Notary

f:jls\v-2717

VIRGINIA: In the Clerk's Office of Wise Circuit Court 5-16, 1995
This deed was presented and upon the annexed Certificate of acknowledgement admitted
record at 10:05 AM. The tax imposed by 58.54 1 of the Code has been paid in the
amount of \$ Recorded in Deed Book 801 and Page 605
Gracie G. Hensley, Clerk [Signature] Deputy Clerk.